
**PROPOSED AMENDMENT TO THE
ARTICLES OF ASSOCIATION OF
Koninklijke DSM N.V.,
with its official seat in Heerlen.**

dated 21 March 2017, as it will be presented at
the Company's general meeting of shareholders,
to be held on 3 May 2017, for its approval.

ALLEN & OVERY

Office translation

In preparing this document, an attempt has been made to translate as literally as possible without jeopardizing the overall continuity of the text. Inevitably, however, differences may occur in translation, and if they do, the Dutch text will govern by law.

In this document, Dutch legal concepts are expressed in English terms and not in their original Dutch terms; the concepts concerned may not be identical to concepts described by the English terms as such terms may be understood under the laws of other jurisdictions.

The following proposal contains two columns. The text of the articles to be changed, as they currently read, is stated in the first column and the text of the proposed new text of those articles is stated in the second column.

Current text:

Proposed new text:

Article 32. Reservation. Dividend.

1. Every year the Managing Board, with the approval of the Supervisory Board, shall decide which part of the profit - the credit balance of the profit and loss account shall be set aside.
 2. Out of the profit remaining after the setting aside of part thereof in accordance with the previous section, a dividend shall be distributed insofar as possible on the cumulative preference shares B, of which the percentage shall be equal to the average of the one month EURIBOR (Euro Interbank Offered Rate) - weighed in proportion to the number of days over which the distribution is effected - plus a premium, to be determined by the Managing Board with the approval of the Supervisory Board, which premium shall be depending on the prevailing market conditions. The dividend shall be computed over the proportionate period of time if the relevant cumulative preference shares B were issued in the course of the financial year. The dividend percentage shall be computed over the paid-up part of the par value. If the dividend percentage which applies to the cumulative preference shares B cannot or can no longer be computed by the method referred to in the first sentence of this section, at any time, the Managing Board shall, with the approval of the Supervisory Board, determine a different computation method for that dividend percentage which, in its judgement, is as similar as possible.
 3. From the amount remaining of the profit after the application of section 2, a dividend shall be distributed insofar as possible on the cumulative preference shares A, the percentage of which, to be computed on the
3. From the amount remaining of the profit after the application of section 2, a dividend shall be distributed insofar as possible on the cumulative preference shares A, the percentage of which, to be computed on the

computation basis set out below, shall be equal to the arithmetical average of the average effective return on government loans with a (remaining) life of nine to ten years as published in the Official Price List over the last twenty stock exchange days before the eighth of March nineteen hundred and ninety-six, increased by a mark-up of no more than fifty basis points to be determined by the Managing Board.

For the first time on the first of January two thousand-six and every ten years thereafter, the dividend percentage of the cumulative preference shares A shall be adjusted to the arithmetic average of the average effective return on government loans with a (remaining) life of nine to ten years, as published in the Official Price List, over the last twenty stock exchange days before the day of the adjustment, increased or decreased by a mark-up or discount of no more than hundred basis points, to be determined by the Managing Board.

The basis for the computation of the dividend on the cumulative preference shares amounts to five euros and two thousand nine hundred and forty-two ten thousandth eurocents (EUR 5.2942) per cumulative preference share A.

4. If, for any financial year, the distributions on the cumulative preference shares B and A according to sections 2 and 3 cannot be effected or cannot be fully effected because the profit after reservation does not suffice, the deficit shall be distributed to the debit of the following financial years, without prejudice to the provisions of article 33, section 3.

In that case, each time as much as possible, the overdue dividend, augmented by the dividend for the last expired financial year, shall be distributed, first on cumulative preference shares B and next on cumulative preference shares A.

5. The remaining profit shall be put at the disposal of the General Meeting provided

computation basis set out below, shall **in percentage terms be equal to the total dividend that was distributed on each ordinary share in the previous financial year divided by the average share price of an ordinary share during that financial year. The average share price referred to in the previous sentence means the average closing price of an ordinary share on Euronext Amsterdam on the days Euronext Amsterdam is open for trading during the relevant financial year. The percentage referred to in the first sentence may be increased or decreased by a mark-up or discount of no more than one hundred (100) basis points, to be determined by the Managing Board in consultation with the Supervisory Board.**

The basis for the computation of the dividend on the cumulative preference shares amounts to five euros and two thousand nine hundred and forty-two ten thousandth eurocents (EUR 5.2942) per cumulative preference share A.

that no further dividend shall be distributed on the cumulative preference shares A and the cumulative preference shares B.

6. If a loss has been suffered in any year, no dividend shall be distributed for that year, without prejudice to the provisions of article 33, sections 3 and 4. In following years, too, a distribution of profits can only take place after the loss has been compensated from the profits. However, the Managing Board may decide, subject to the approval of the Supervisory Board, to settle such a loss to the debit of the distributable part of the shareholders' equity.
7. The Managing Board may decide to distribute an interim dividend.
The decision shall be subject to the approval of the Supervisory Board.
8. Articles 104 and 105, Book 2 of the Civil Code also apply to distributions to shareholders.

Transitory provision.

Article 47.

1. As a result of this amendment of the articles of association, notwithstanding the provisions of article 32 sections 3 and 5 and in accordance with article 33 section 3, a one-off distribution will be made on the cumulative preference shares A, amounting to the difference between three point twenty-six per cent (3.26%) and the percentage received over the financial year two thousand sixteen, based on the articles of association as they read before this amendment of the articles of association becomes effective. This distribution will be made on the day of the execution of this deed of amendment of the articles of association.
2. This article 47, including its heading, expires as per the day after the execution of this deed.

- 0 - 0 - 0 - 0 -